

**EXHIBIT 111 TO
HARVEY DECLARATION
REDACTED VERSION**

**MINUTES OF A SPECIAL MEETING
OF THE LEADERSHIP DEVELOPMENT AND
COMPENSATION COMMITTEE OF
THE BOARD OF DIRECTORS OF**

**GOOGLE INC.
a Delaware corporation**

December 2, 2007

Pursuant to notice duly and validly given, a special meeting of the Leadership Development and Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Google Inc., a Delaware corporation ("Google"), was held by conference call at 3:00 p.m. PDT on December 2, 2007. The following Committee members were present on the call:

Arthur D. Levinson

Paul Otellini

Redacted - Not Responsive

[REDACTED]

Laszlo began the meeting by outlining to the Committee the sole purpose of this special meeting, [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

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[REDACTED]

[REDACTED] The Committee asked questions of management and discussed various aspects

[REDACTED]

[REDACTED]

[REDACTED] The

Committee also discussed with management Google's general compensation philosophy

[REDACTED]

Redacted - Not Responsive

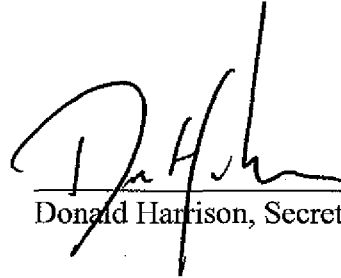
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ADJOURNMENT

There being no further business to come before the Committee, upon a motion duly made, seconded and approved, the meeting was declared adjourned.

A handwritten signature in black ink, appearing to read 'D. Harrison', is written over a horizontal line.

Donald Harrison, Secretary of the Meeting

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